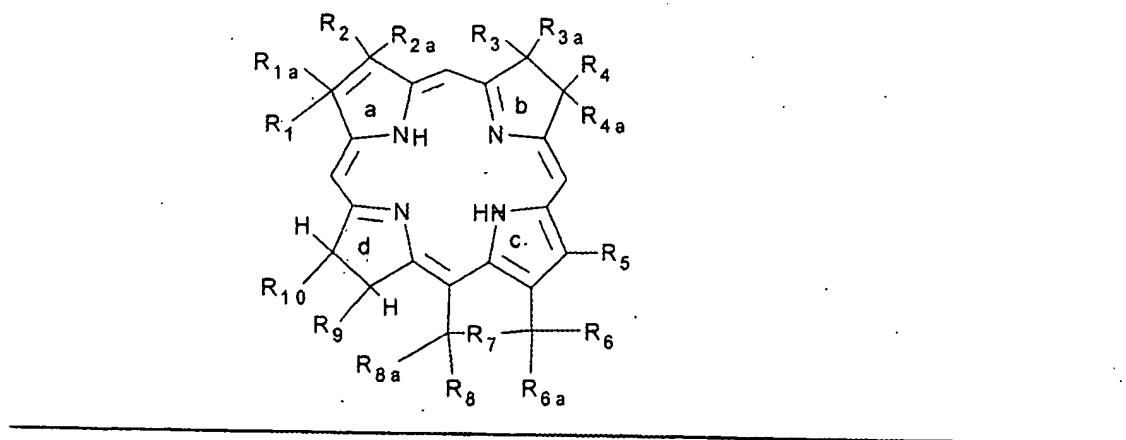
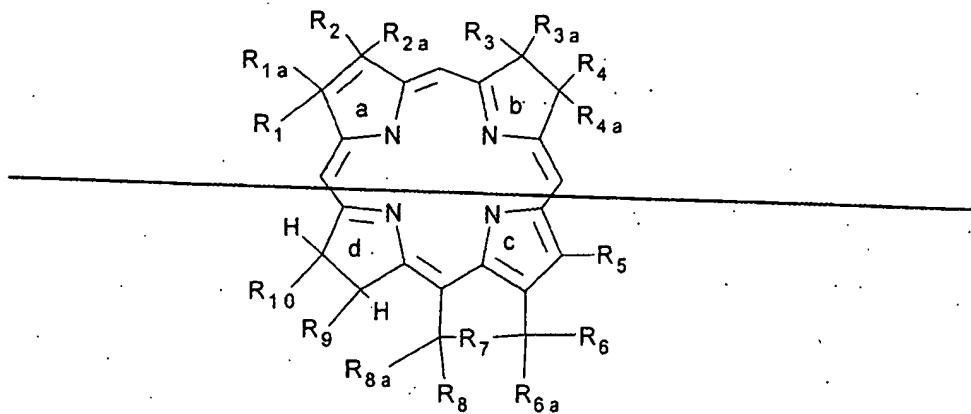


In The Claims

Please amend the claims as follows:

Claims 1-4 (cancelled)

1 Claim 5 (currently amended) A compound of the formula:



or a pharmaceutically acceptable derivative thereof, wherein:

R₁ and R₂ are each independently substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, -C(O)R_a or -COOR_a or [[-CH(CH₃)(OR) or -CH(CH₃)(O(CH₂)_nXR)]] -CH(CH₃)(OR_a) or -CH(CH₃)(O(CH₂)_nXR_a) where R_a is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, or substituted or unsubstituted cycloalkyl where R₂ may be CH=CH₂, CH(OR₂₀)CH₃, C(O)Me, C(=NR₂₁)CH₃ or CH(NHR₂₁)CH₃; where R₂ may be -CH=CH₂, -CH(OR₂₀)CH₃, -C(O)Me, -C(=NR₂₁)CH₃ or -CH(NHR₂₁)CH₃

where X is an aryl or heteroaryl group;

n is an integer of 0 to 6;

R and R'

where R₂₀ is methyl, butyl, heptyl, docecylyl or 3,5-bis(trifluoromethyl)-benzyl; and

R₂₁ is 3,5-bis(trifluoromethyl)benzyl;

R_{1a} and R_{2a} are each independently hydrogen or substituted or unsubstituted alkyl, or together form a covalent bond;

R₃ and R₄ are each independently hydrogen or substituted or unsubstituted alkyl;

R_{3a} and R_{4a} are each independently hydrogen or substituted or unsubstituted alkyl, or together form a covalent bond;

R₅ is hydrogen or substituted or unsubstituted alkyl;

R₆ and R_{6a} are each independently hydrogen or substituted or unsubstituted alkyl, or together form =O;

R₇ is a covalent bond, alkylene, azaalkyl, or azaaraalkyl or =NR₂₀ where R₂₀ is 3,5-bis(tri-fluoromethyl)benzyl or -CH₂X-R¹ or -YR¹ where Y is an aryl or heteroaryl group;

R₈ and R_{8a} are each independently hydrogen or substituted or unsubstituted alkyl or together form =O;

R₉ and R₁₀ are each independently hydrogen, or substituted or unsubstituted alkyl and R₉ may be -CH₂CH₂COOR² where R² is an alkyl group that may optionally substituted with one or more fluorine atoms;

each of R₁-R₁₀, when substituted, is substituted with one or more substituents each independently selected from Q, where Q is alkyl, haloalkyl, halo, pseudohalo, or -COOR_b where R_b is hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl, heteroaryl, araalkyl, or OR_c where R_c is hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl or CONR_dR_e where R_d and R_e are each independently hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl, or NR_fR_g where R_f and R_g are each independently hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl, or =NR_h where R_h is hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl, or is an amino acid residue;

each Q is independently unsubstituted or is substituted with one or more substituents each independently selected from Q₁, where Q₁ is alkyl, haloalkyl, halo, pseudohalo, or -COOR_b where R_b is hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl, heteroaryl, araalkyl, or OR_c where R_c is hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl or CONR_dR_e where R_d and R_e are each independently hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl, or NR_fR_g where R_f and R_g are each independently hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl, or =NR_h where R_h is hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl, or is an amino acid residue.;

with the proviso that the compound contains at least one fluorine atom in at least one 3,5,-bis(trifluoromethyl)benzyl group or in at least one R, R¹, or R² group.

Claims 6-7 (cancelled)

2
Claim 8 (previously presented). The compound of claim 8 wherein:

R₁ is methyl;

R_{1a} and R_{2a} together form a covalent bond;

R₃ is methyl;

R₄ is ethyl;

R_{3a} and R_{4a} are each independently hydrogen, or together form a covalent bond;

R₅ is methyl;

R₉ is CH₂CH₂COOH or CH₂CH₂COOMe;

R₁₀ is methyl.

3
Claim 9 (previously presented) The compound of claim 8, wherein:

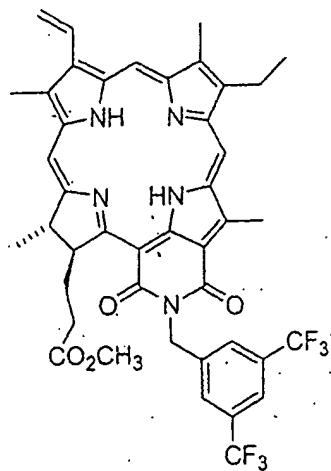
R₂ is CH=CH₂, CH(OR₂₀)CH₃, C(O)Me, C(=NR₂₁)CH₃ or CH(NHR₂₁)CH₃;

where R₂₀ is methyl, butyl, heptyl, dodecyl or 3,5-bis(trifluoromethyl)-benzyl; and

R₂₁ is 3,5-bis(trifluoromethyl)benzyl.

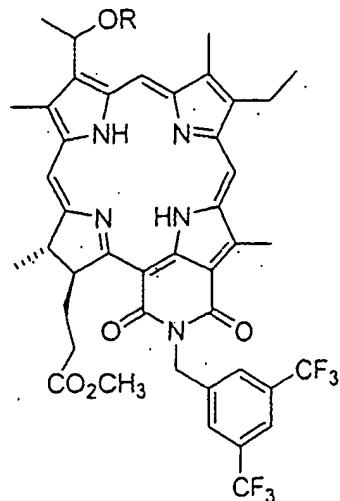
Claim 10 (cancelled)

Claim 11 (previously presented) The compound of claim 8 having the formula:



or a pharmaceutically acceptable derivative thereof.

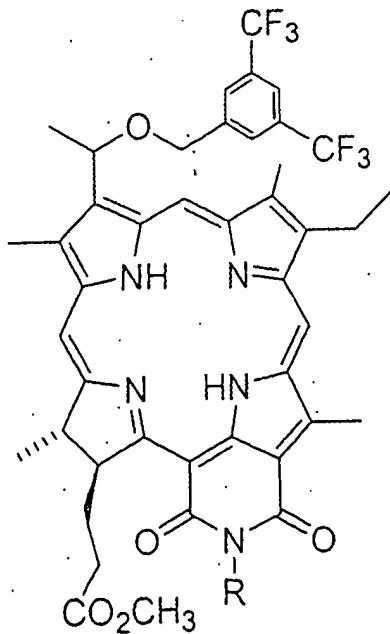
S
 Claim 12 (previously presented) The compound of claim 6 having the formula:



or a pharmaceutically acceptable derivative thereof, wherein:

R is methyl, butyl, heptyl or dodecyl.

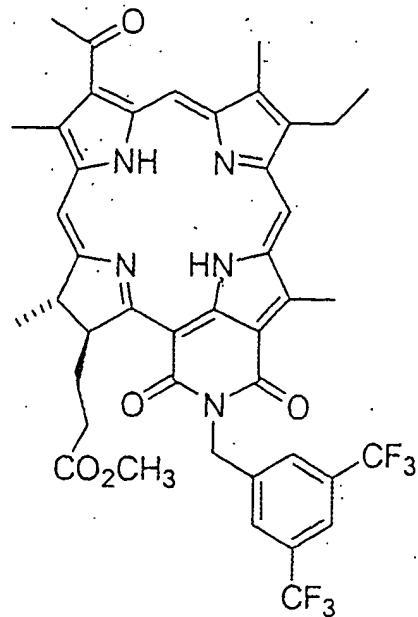
b
 Claim 13 (previously presented) The compound of claim 6 having the formula:



or a pharmaceutically acceptable derivative thereof, wherein:

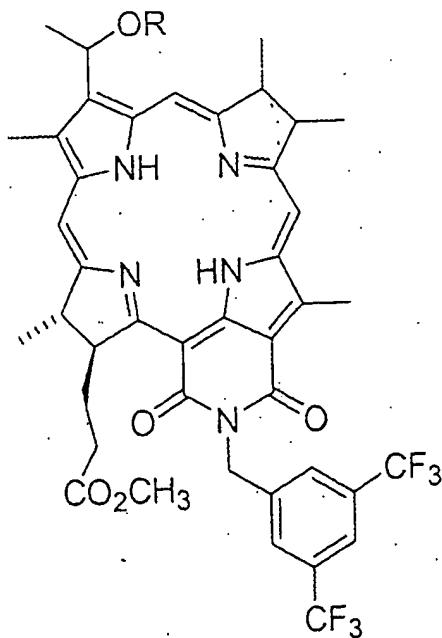
R is methyl, butyl, heptyl or dodecyl.

Claim 14 (previously presented) The compound of claim 5 having the formula:



or a pharmaceutically acceptable derivative thereof.

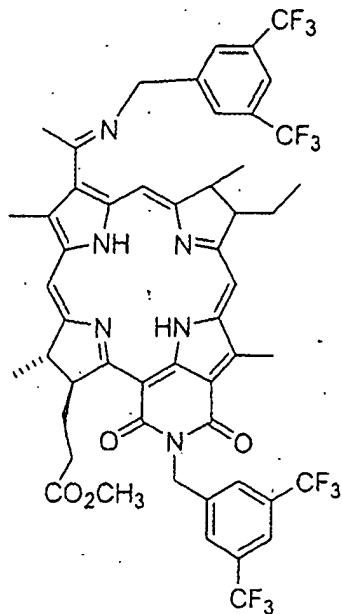
Claim 15 (previously presented) The compound of claim 5 having the formula:



or a pharmaceutically acceptable derivative thereof, wherein:

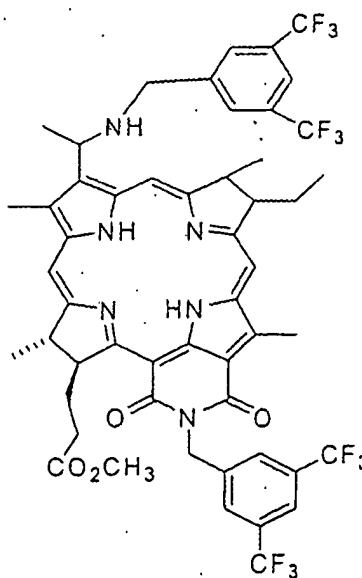
R is methyl, butyl, heptyl or dodecyl.

9
Claim 16 (previously presented) The compound of claim 7 having the formula:



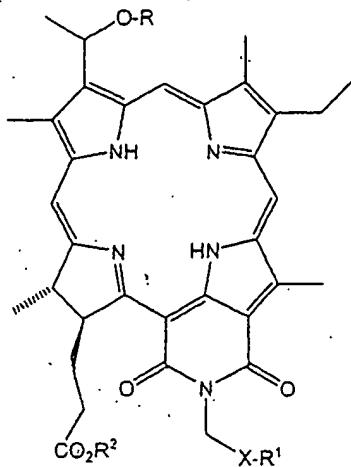
or a pharmaceutically acceptable derivative thereof.

10
Claim 17 (previously presented) The compound of claim 7 having the formula:



or a pharmaceutically acceptable derivative thereof.

11 Claim 18 (previously presented) The compound of claim 5 having the formula:



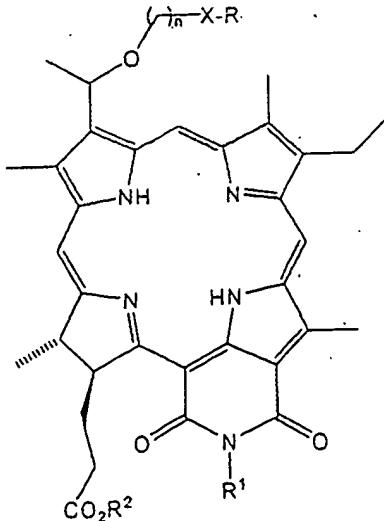
or a pharmaceutically acceptable derivative thereof, wherein:

X is an aryl or heteroaryl group;

R and R¹ are each independently alkyl, aryl, or heteroaryl groups having 1 – 20 carbon atoms, wherein at least one of R and R¹ is substituted with at least one fluorine atom; and

R² is an alkyl group, optionally substituted with one or more fluorine atoms.

12 Claim 19 (previously presented) The compound of claim 5 having the formula:

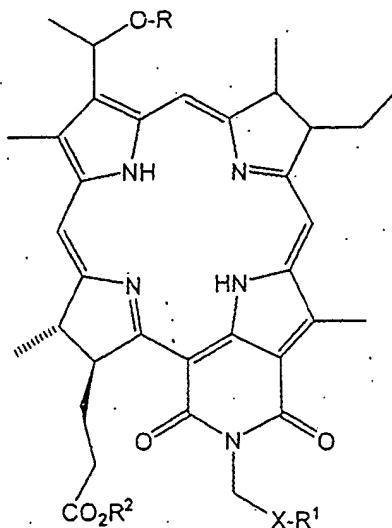


or a pharmaceutically acceptable derivative thereof, wherein:

X is an aryl or heteroaryl group;
n is an integer from 0 to 6;
R and R¹ are each independently alkyl, aryl, or heteroaryl groups having 1 – 20 carbon atoms, wherein at least one of R and R¹ is substituted with at least one fluorine atom; and
R² is an alkyl group, optionally substituted with one or more fluorine atoms.

13

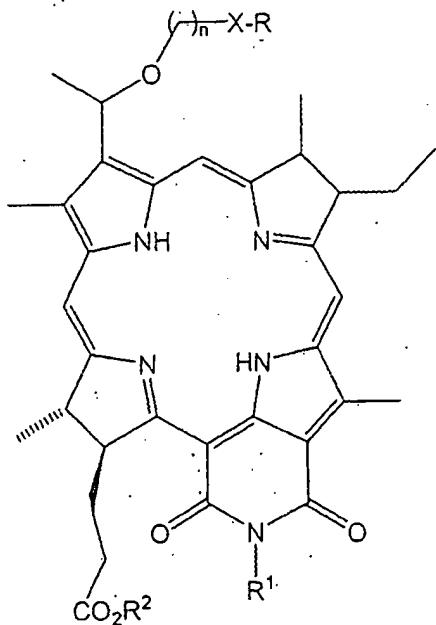
Claim 20 (previously presented) The compound of claim 9 having the formula



or a pharmaceutically acceptable derivative thereof, wherein:

X is an aryl or heteroaryl group;
R and R¹ are each independently alkyl, aryl, or heteroaryl groups having 1 – 20 carbon atoms, wherein at least one of R and R¹ is substituted with at least one fluorine atom; and
R² is an alkyl group, optionally substituted with one or more fluorine atoms.

14 1
Claim ~~11~~ (previously presented) The compound of claim ~~5~~ having the formula:



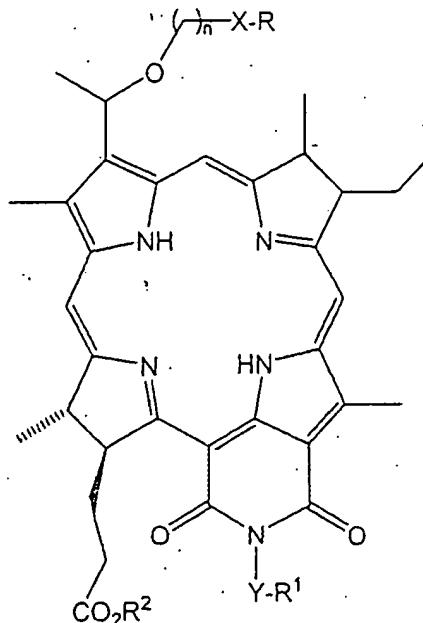
or a pharmaceutically acceptable derivative thereof, wherein:

X is an aryl or heteroaryl group;
n is an integer from 0 to 6;
R and R¹ are each independently alkyl, aryl, or heteroaryl groups having 1 – 20 carbon atoms, wherein at least one of R and R¹ is substituted with at least one fluorine atom; and
R² is an alkyl group, optionally substituted with one or more fluorine atoms.

15

4

Claim 2 (previously presented) The compound of claim 1 having the formula:



or a pharmaceutically acceptable derivative thereof, wherein:

X and Y are each independently an aryl or heteroaryl group;

n is an integer from 0 to 6;

R and R¹ are each independently alkyl, aryl, or heteroaryl groups having 1 – 20 carbon atoms, wherein at least one of R and R¹ is substituted with at least one fluorine atom; and

R^2 is an alkyl group, optionally substituted with one or more fluorine atoms. **1b**

Claim 23 (previously presented)

A pharmaceutical composition, comprising a compound of claim 1 or a pharmaceutically acceptable derivative thereof in a pharmaceutically acceptable carrier.

Claims 24-121 (cancelled)

17

10

Claim 122 (previously presented) The compound of claim 10 or a pharmaceutically acceptable derivative thereof when used for the detection or treatment or both of hyperproliferative tissue.

18

11

Claim 123 (previously presented) The compound of claim 18 or a pharmaceutically acceptable derivative thereof when used for the detection or treatment or both of hyperproliferative tissue.

19

12

Claim 124 (previously presented) The compound of claim 19 or a pharmaceutically acceptable derivative thereof when used for the detection or treatment or both of hyperproliferative tissue.